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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

TYCO INTERNATIONAL, LTD. and TYCO INTERNATIONAL (US), INC., Plaintiffs/Counterclaim Defendants, v. L. DENNIS KOZLOWSKI, Defendant/Counterclaim Plaintiff.	No. 02 Civ. 7317 (TPG) **ECF CASE**

DECLARATION OF SHANNON ROSE SELDEN
IN SUPPORT OF THE MOTION FOR PARTIAL SUMMARY JUDGMENT OF
DEFENDANT/COUNTER-CLAIM PLAINTIFF L. DENNIS KOZLOWSKI

I, Shannon Rose Selden, hereby declare as follows:

I am a member of the Bar of the this State and of this Court. I am an attorney with Debevoise & Plimpton LLP, counsel to the defendants/counterclaim plaintiff in this matter, L.

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Dennis Kozlowski. I submit this declaration in support of Mr. Kozlowski's Motion for Partial Summary Judgment.

Attached hereto as Exhibits 1 through 56 are true and correct copies of the following:

1. The Tyco International, Ltd. Executive Retirement Agreement, dated as of March 1, 1999 and amended as of October 1, 1999.

2. The Declaration of Saul M. Froomkin dated March 3, 2010.

3. The Declaration of Saul M. Froomkin dated October 7, 2008 in In re Tyco Int'l Ltd. Sec. Litig., MDL Docket No. 02-1335-B (PJB) (United States District Court for the District of New Hampshire).

4. The Amended Complaint, dated April 1, 2003.

5. The Answer, Affirmative Defenses and Counterclaims of L. Dennis Kozlowski, dated April 9, 2004.

6. The Reply of Tyco International Ltd. and TME Management Corp. to Counterclaim of L. Dennis Kozlowski in this action, dated April 29, 2004.

7. The Bye-Laws of Tyco International Ltd. (Incorporating All Amendments to 27th March, 2001).

8. The Answer of TyCom and Tyco International Ltd. to the Consolidated Securities Class Action Complaint dated January 13, 2006 in Stumpf v. Garvey, 02-MDL-1335-B, Docket No. 03-CV-1352 (United States District Court for the District of New Hampshire).

9. The Reply Memorandum of Nominal Defendant Tyco International Ltd. in Support of its Motion to Dismiss dated July 14, 2006 in Levin v. Kozlowski, Index No. 02/602113, (Supreme Court of the State of New York, County of New York).

10. The Reply Memorandum of Nominal Defendant Tyco International Ltd. in Support of Its Motion to Dismiss the Second Amended Complaint dated May 19, 2004 in Evans v. Kozlowski, Civil Action No. 02-352-B, 02-MDL-1335-B (United States District Court for the District of New Hampshire).

11. Excerpts of a Form 10-K filed with the Securities & Exchange Commission by Tyco Laboratories, Inc. on September 15, 1992.

12. Excerpts of a Form 10-K filed with the Securities & Exchange Commission by Tyco Laboratories, Inc. on September 17, 1993.

13. Excerpts of a Form 10-K filed with the Securities & Exchange Commission by Tyco International Ltd. on December 24, 1997.

14. An Excerpt of a Form 10-K filed with the Securities & Exchange Commission by Tyco International Ltd. on December 10, 1998.

15. Excerpts of a Form 10-K filed with the Securities & Exchange Commission by Tyco International Ltd. on December 13, 1999.

16. Excerpts of a Form 10-K filed with the Securities & Exchange Commission by Tyco International Ltd. on December 20, 2000.

17. Excerpts of a Form 10-K filed with the Securities & Exchange Commission by Tyco International Ltd. on December 28, 2001.

18. An excerpt of a Form 10-K filed with the Securities & Exchange Commission by Tyco International Ltd. on December 30, 2002.

19. Excerpts of a Form 10-K/A filed with the Securities & Exchange Commission by Tyco International Ltd. on July 29, 2003.

20. Excerpts of a Form 10-K filed with the Securities & Exchange Commission by Tyco International Ltd. on December 17, 2003.

21. Excerpts of a Schedule 14A Proxy Statement filed with the Securities & Exchange Commission by Tyco International Ltd. on September 23, 1999.

22. Excerpts of a Schedule 14A Proxy Statement filed with the Securities & Exchange Commission by Tyco International Ltd. on March 8, 2000.

23. The Minutes of a Regular Meeting of the Board of Directors of Tyco International Ltd., dated July 31, 1997.

24. The Minutes of a Special Meeting of the Board of Directors of Tyco International Ltd., dated November 20, 1998.

25. The Minutes of a Regular Meeting of the Board of Directors of Tyco International Ltd., dated December 14, 1998.

26. The Minutes of a Regular Meeting of the Board of Directors of Tyco International Ltd., dated April 18, 2000.

27. The Minutes of a Regular Meeting of the Board of Directors of Tyco International Ltd., dated January 10, 2001.

28. The Minutes of a Meeting of the Tyco International Ltd. Compensation Committee, dated October 21, 1998.

29. The Minutes of a Meeting of the Tyco International Ltd. Compensation Committee, dated October 13, 1999.

30. The Minutes of a Meeting of the Tyco International Ltd. Compensation Committee, dated October 15, 1999.

31. Excerpts from the transcripts of the May 9, 2007 and May 11, 2007 depositions of Stephen Foss.

32. Excerpts from the transcript of the October 31, 2007 deposition of L. Dennis Kozlowski.

33. Excerpts from the transcript of the October 2, 2007 deposition of Frank Walsh.

34. The Second Declaration of Matthew R.A. Heiman in Support of Motion for a Temporary Restraining Order and Preliminary Injunction dated October 8, 2008 in In re Tyco Int'l Ltd Sec. Litig., MDL Docket No. 02-1335-B (PJB) (United States District Court for the District of New Hampshire), excluding exhibits.

35. A letter from L. Dennis Kozlowski to the Chairman of the Compensation Committee of Tyco International Ltd., dated November 8, 2002.

36. A letter from Jane F. Greenman on behalf of the Special Appeals Committee, Tyco International (US) Inc., to L. Dennis Kozlowski, dated May 13, 2004 and delivered May 17, 2004.

37. A letter from Robert N. Shwartz on behalf of L. Dennis Kozlowski to the Special Appeals Committee, Tyco International (US) Inc., dated July 15, 2004.

38. A letter from Robert N. Shwartz on behalf of L. Dennis Kozlowski to the Special Appeals Committee, Tyco International (US) Inc., dated August 3, 2004.

39. A letter from Jane F. Greenman on behalf of the Special Appeals Committee, Tyco International (US) Inc., to Robert N. Shwartz, dated July 27, 2004.

40. A letter from Jane F. Greenman on behalf of the Special Appeals Committee, Tyco International (US) Inc., to Robert N. Shwartz, dated August 13, 2004.

41. A letter from Jane F. Greenman on behalf of the Special Appeals Committee, Tyco International (US) Inc., to L. Dennis Kozlowski, dated September 15, 2005.

42. A letter from Robert Shwartz on behalf of L. Dennis Kozlowski to Elizabeth F. Edwards, Esq., dated December 19, 2008.

43. The Defendants Tyco International Ltd. and TyCom Ltd.'s Memorandum in Support of their Motion for Summary Judgment dated May 29, 2009 in Stumpf v. Garvey, 3:03-cv-03540 (GEB) (DEA) (United States District Court for the District of New Jersey).

44. The Memorandum of Law of Defendant L. Dennis Kozlowski in Support of his Motion for Summary Judgment dated June 12, 2009 in Stumpf v. Garvey, 3:03-cv-03540 (GEB) (DEA) (United States District Court for the District of New Jersey).

45. The Memorandum and Order dated September 2, 2005 in Stumpf v. Garvey, No. 03 Civ. 1532 (PB), 2005 WL 2127674 (United States District Court for the District of New Hampshire).

46. The Order dated January 6, 2006 in Stumpf v. Garvey, No. 03 Civ. 1532 (PB), 2006 WL 39237 (United States District Court for the District of New Hampshire).

47. The Suggestion of Remand dated August 3, 2009 in In re Tyco Sec. Litig., Case No. 02-md-1335-B (United States District Court for the District of New Jersey).

48. The Verdict Sheet dated June 17, 2005 in People of the State of New York v. Kozlowski, Indictment No. 5259-2002 (Supreme Court of the State of New York, County of New York).

49. The Stipulation and Order dated November 17, 2006 in Morgenthau v. Kozlowski, Index No. 403698/02 (Supreme Court of the State of New York, County of New York), other than certain bank information that has been redacted.

50. A Press Release issued by Tyco International Ltd. entitled "Tyco Announces Plan to Unlock Tens of Billions of Dollars of Shareholder Value," dated January 22, 2002.

51. A Press Release issued by Tyco International Ltd. entitled "Tyco International Declares Dividend In Connection With Company's Separation Into Three, Independent Publicly-Traded Companies," dated June 7, 2007.

52. A Press Release issued by Tyco International Ltd. entitled "Tyco International Proposes Change in Place of Incorporation from Bermuda to Switzerland," dated December 10, 2008.

53. A Press Release issued by Tyco International Ltd. entitled "Tyco International Shareholders Approve Proposals at Annual General Meeting and Special General Meeting," dated March 12, 2009.

54. The Expert Report of Daniel R. Fischel, dated February 25, 2008, prepared on behalf of Tyco International Ltd. in Ballard v. Tyco Int'l Ltd., 04 cv 00411 (United States District Court for the Southern District of New York), excluding exhibits.

55. The Expert Report of Daniel R. Fischel, dated February 25, 2008, prepared on behalf of Tyco International Ltd. in Sciallo v. Tyco Int'l Ltd., MDL No. 1335, 03-CV-1354 (United States District Court for the District of New Hampshire), excluding exhibits.

56. The Expert Report of Daniel R. Fischel, dated March 24, 2008, prepared on behalf of Tyco International Ltd. in State of N.J. v. Tyco Int'l Ltd., MDL No. 1335, Civ. No. 03-1337-B (United States District Court for the District of New Hampshire), excluding exhibits.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 5th day of March 2010 in New York, New York.

_/S/[Shannon Rose Selden]__

Shannon Rose Selden